

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
NEWPORT NEWS DIVISION
In Admiralty**

**TROY D. DWYER, derivatively on
Behalf of Quinby Allie, LLC and
Bella Sky, LLC,**

and

Civil No: 4:21-cv-37

TROY D. DWYER, individually,

Plaintiffs,

v.

**L.D. AMORY AND COMPANY, INCORPORATED,
a Virginia corporation,**

QUINBY J. AMORY,

and

C. MEADE AMORY,

Defendants, and

**QUINBY ALLIE, LLC,
a Virginia limited liability company,**

and

**BELLA SKY, LLC,
a Virginia limited liability company,**

Nominal Defendants.

**PLAINTIFFS' ANSWER, DEFENSES, AND AFFIRMATIVE DEFENSES TO
C. MEADE AMORY'S COUNTERCLAIM**

Plaintiff/Counterclaim Defendants, Troy D. Dwyer, derivatively on behalf of Quinby Allie, LLC and Bella Sky, LLC ("the LLCs"), and individually (collectively, "Counterclaim

Defendants”), by and through counsel, and respond to the Counterclaim of Defendant, C. Meade Amory (D.E.85) as follows:

ANSWER TO COUNTERCLAIM

1. Paragraph 1 contains no factual allegations and does not otherwise require a response by Counterclaim Defendants.
2. Counterclaim Defendants incorporate by reference each and every allegation in their Amended Complaint (D.E. 83), as if fully set forth herein.
3. Admitted.
4. Admitted.
5. Admitted.
6. Denied.
7. Admitted.
8. Admitted that notice and internal remedies are moot but denied that this is because of the actions of Mr. Dwyer. The disputes herein are solely the creations of C. Meade Amory’s self-dealing, his breach of his duties to the LLCs and to Mr. Dwyer, and his refusal to engage in any conversations with Mr. Dwyer regarding operation and management of the LLCs. Mr. Dwyer has and continues to perform his duties in the best interests of the LLCs.
9. Denied.
10. Denied.
11. The documents attached as Exhibit B, where not signed by Mr. Dwyer and do not contain a breakdown of monies reportedly owed thereunder. The Counterclaim Defendants deny

that L. D. Amory and Company Incorporated is owed the full amounts stated in Exhibit B.

12. The documents attached as Exhibit B, where not signed by Mr. Dwyer and do not contain a breakdown of monies reportedly owed thereunder. The Counterclaim Defendants deny that L. D. Amory and Company Incorporated is owed the full amounts stated in Exhibit B.

13. Denied.

14. Denied.

15. Denied.

16. Admitted. The Counterclaim Defendants further note that C. Meade Amory's actions caused the loss of the Vessels and their permits, the LLCs' sole assets.

17. Denied.

18. Denied.

19. Denied.

20. Paragraph 20 is a conclusion of law and a prayer for relief to which no response is required. To the extent a response is required, it is denied that appointment of an independent manager or conservator or required or warranted under Virginia law, and the Counterclaim fails to set forth sufficient facts to support such action.

21. Paragraph 21 is a conclusion of law and a prayer for relief to which no response is required. To the extent a response is required, it is denied that dissolution of the LLCs is required or warranted under Virginia law, and the Counterclaim fails to set forth sufficient facts to support such action under § 13.1-1046, et seq. of the Virginia Code.

22. Paragraph 22 is a conclusion of law and a prayer for relief to which no response is required. To the extent a response is required, it is denied that dissolution of the LLCs and liquidation of their assets warranted under Virginia law, and the Counterclaim fails to set forth sufficient facts to support such action.

DEFENSES AND AFFIRMATIVE DEFENSES

1. Any allegations not expressly admitted are denied.
2. C. Meade Amory is not entitled to the relief requested in his Counterclaim.
3. C. Meade Amory is estopped by his conduct, and has acted with unclean hands, bad faith, breach of fiduciary duty, breach of the LLCs' Operating Agreements, and breach of duty of loyalty as further set forth in the Amended Complaint (D.E.83), the allegations of which are incorporated herein by reference.

WHEREFORE, Counterclaim Defendants pray the counterclaim be dismissed and that they have their costs, attorneys' fees, and such other and further relief as may be just and proper.

Respectfully submitted on March 14, 2023

TROY D. DWYER, derivatively on behalf
of Bella Sky, LLC and Quinby Allie, LLC, and
Individually,

By: /s/ Julia A. Rust
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Certificate of Service

I hereby certify that on this 14th day of March 2023, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the following:

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